

RLI CORP  
Form 4  
December 22, 2004

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCPHEETERS F LYNN

(Last) (First) (Middle)

CATERPILLAR INC., 100 NE  
ADAMS STREET

(Street)

PEORIA, IL 61629-5390

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
RLI CORP [RLI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	12/21/2004		A <sup>(1)</sup>	367 A \$ 40.8	1,264.401	D	
Common Stock	12/20/2004		J <sup>(2)</sup>	456.846 A \$ 40.3218	6,738.0194 <sup>(3)</sup>	I	By Directors Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 19.125					08/24/2001 08/24/2010	Common Stock 6,000	
Stock Option	\$ 22.7					02/01/2002 02/01/2011	Common Stock 1,282	
Stock Option	\$ 22.75					02/01/2003 02/01/2012	Common Stock 1,800	
Stock Option	\$ 27.51					02/03/2004 02/03/2013	Common Stock 1,800	
Stock Option	\$ 40.39					02/02/2005 02/02/2014	Common Stock 3,600	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPHEETERS F LYNN CATERPILLAR INC. 100 NE ADAMS STREET PEORIA, IL 61629-5390		X		

## Signatures

F. Lynn  
McPheeters  
12/22/2004

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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(3) Ownership reflects dividend reinvestment.

(1) Issued pursuant to the RLI Corp. Nonemployee Directors' Stock Plan

(2) The securities herein were allocated to my account pursuant to the RLI Corp. Directors' Irrevocable Trust Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Total current assets

96,237 95,634

Property and equipment, net

8,159 8,270

Intangible assets, net

82,191 84,296

Other assets

1,736 1,784

Total assets

\$188,323 \$189,984

**Liabilities and stockholders equity**

Current liabilities:

Accounts payable

\$6,205 \$6,650

Accrued expenses

7,909 8,475

Deferred revenue and deposits

24,784 25,188

Total current liabilities

38,898 40,313

Deferred revenue and deposits, non-current

1,980 2,498

Explanation of Responses:

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Deferred income taxes

5,676 6,258

Other liabilities

753 479

Total liabilities

47,307 49,548

Stockholders' equity:

Common stock

25 25

Additional paid-in capital

266,665 263,229

Accumulated other comprehensive income

9,363 8,292

Treasury stock

(14,505) (11,285)

Accumulated deficit

(120,532) (119,825)

Total stockholders' equity

141,016 140,436

Total liabilities and stockholders' equity

\$188,323 \$189,984

See accompanying notes.

**Table of Contents****Bottomline Technologies (de), Inc.****Unaudited Condensed Consolidated Statements of Operations**

(in thousands, except per share amounts)

	<b>Three Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
<b>Revenues:</b>		
Software licenses	\$ 3,365	\$ 1,851
Subscriptions and transactions	6,842	6,484
Service and maintenance	17,685	13,507
Equipment and supplies	3,470	3,380
<b>Total revenues</b>	<b>31,362</b>	<b>25,222</b>
<b>Cost of revenues:</b>		
Software licenses	188	197
Subscriptions and transactions	3,971	2,606
Service and maintenance <sup>(1)</sup>	7,831	6,362
Equipment and supplies	2,524	2,526
<b>Total cost of revenues</b>	<b>14,514</b>	<b>11,691</b>
<b>Gross profit</b>	<b>16,848</b>	<b>13,531</b>
<b>Operating expenses:</b>		
Sales and marketing <sup>(1)</sup>	7,519	6,591
Product development and engineering <sup>(1)</sup>	4,226	3,708
General and administrative <sup>(1)</sup>	4,459	4,219
Amortization of intangible assets	2,647	1,461
<b>Total operating expenses</b>	<b>18,851</b>	<b>15,979</b>
<b>Loss from operations</b>	<b>(2,003)</b>	<b>(2,448)</b>
<b>Other income, net</b>	<b>897</b>	<b>969</b>
<b>Loss before provision for income taxes</b>	<b>(1,106)</b>	<b>(1,479)</b>
<b>Provision (benefit) for income taxes</b>	<b>(305)</b>	<b>1</b>
<b>Net loss</b>	<b>(801)</b>	<b>(1,480)</b>
<b>Basic and diluted net loss per share:</b>	<b>\$ (0.03)</b>	<b>\$ (0.06)</b>
<b>Shares used in computing basic and diluted net loss per share:</b>	<b>23,602</b>	<b>23,430</b>

<sup>(1)</sup> Stock based compensation is allocated as follows:

	<b>Three Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
Cost of revenues: service and maintenance	\$ 232	\$ 118

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Sales and marketing	612	695
Product development and engineering	183	198
General and administrative	900	825
	\$ 1,927	\$ 1,836

See accompanying notes.

**Table of Contents****Bottomline Technologies (de), Inc.****Unaudited Condensed Consolidated Statements of Cash Flows****(in thousands)**

	<b>Three Months Ended</b>	
	<b>September 30, 2007</b>	<b>2006</b>
Operating activities:		
Net loss	\$ (801)	\$ (1,480)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Stock compensation expense	1,927	1,836
Amortization of intangible assets	2,647	1,461
Depreciation and amortization of property and equipment	816	671
Deferred income tax benefit	(381)	(90)
Excess tax benefits associated with stock compensation	(59)	
Provision for allowances on accounts receivable		28
Provision for obsolete inventory	9	(11)
Gain on foreign exchange	(55)	(10)
Changes in operating assets and liabilities:		
Accounts receivable	(1,724)	1,018
Inventory, prepaid expenses and other current assets	350	(527)
Accounts payable, accrued expenses and deferred revenue and deposits	(1,727)	(249)
Net cash provided by operating activities	1,002	2,647
Investing activities:		
Purchases of available-for-sale securities	(225)	(9,050)
Proceeds from sales of available-for-sale securities	7,400	12,450
Purchases of held-to-maturity securities	(51)	
Proceeds from sales of held-to-maturity securities	51	
Purchases of property, plant and equipment, net	(636)	(645)
Net cash provided by investing activities	6,539	2,755
Financing activities:		
Repurchase of common stock	(3,690)	(1,636)
Proceeds from employee stock purchase plan and exercise of stock options	1,970	872
Excess tax benefits associated with stock compensation	59	
Capital lease payments	(8)	
Net cash used in financing activities	(1,669)	(764)
Effect of exchange rate changes on cash and cash equivalents	370	75
Increase in cash and cash equivalents	6,242	4,713
Cash and cash equivalents at beginning of period	38,997	38,752
Cash and cash equivalents at end of period	\$ 45,239	\$ 43,465

See accompanying notes.

**Table of Contents****Bottomline Technologies (de), Inc.****Notes to Unaudited Condensed Consolidated Financial Statements****September 30, 2007****Note 1 Basis of Presentation**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals and adjustments) considered necessary for a fair presentation of the interim financial information have been included. Operating results for the three months ended September 30, 2007 are not necessarily indicative of the results that may be expected for any other interim period or for the fiscal year ending June 30, 2008. For further information, refer to the financial statements and footnotes included in the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission (SEC) on September 12, 2007.

Certain prior period amounts have been reclassified to conform to the current year presentation.

**Note 2 Business Acquisitions**

On October 13, 2006 the Company, through its U.K. subsidiary, acquired all of the outstanding share capital of Formscape Group, Ltd. (Formscope). Formscope is a U.K. headquartered company with operations in the United States, the United Kingdom and Germany that provides software solutions for automating purchase-to-pay, document and financial transaction processes.

In connection with the acquisition, the Company accrued costs associated with Formscope facility exit activities, which were finalized during the quarter ended September 30, 2007. A summary of the exit accrual activity from the acquisition date through September 30, 2007 is presented below.

	<b>Exit Accrual</b>
Initial estimate, included in preliminary purchase price allocation for Formscope	\$ 913
Adjustments to original estimate, recorded through goodwill	(141)
Payments charged against the accrual	(359)
Impact of changes in foreign currency exchange rates	53
<b>Remaining accrual at September 30, 2007</b>	<b>\$ 466</b>

The following unaudited pro-forma financial information presents the combined results of operations of the Company and Formscope as if that acquisition had occurred as of July 1, 2006 after giving effect to certain adjustments such as increased amortization expense of acquired intangible assets, a decrease in interest income as a result of cash paid for the acquisition and the dilutive effect of common stock issued by the Company as part of the purchase consideration. This pro-forma financial information does not necessarily reflect the results of operations that would have actually occurred had the Company and Formscope been a single entity during this period.

	<b>Pro Forma Three Months Ended September 30, 2006 (in thousands, except per share amounts)</b>
Revenues	\$ 29,768
Net loss	\$ (3,138)
Net loss per basic and diluted share	\$ (0.13)





**Table of Contents****Note 3 Net Loss Per Share**

The following table sets forth the computation of basic and diluted net loss per share:

		<b>Three Months Ended</b>	
		<b>September 30,</b>	
		<b>2007</b>	<b>2006</b>
		<b>(in thousands, except</b>	
		<b>per share amounts)</b>	
<b>Numerator:</b>			
Net loss		\$ (801)	\$ (1,480)
<b>Denominator</b>			
Weighted average shares outstanding used in computing basic and diluted net loss per share:		23,602	23,430
Basic and diluted net loss per share:		\$ (0.03)	\$ (0.06)

**Note 4 Comprehensive Income or Loss**

Comprehensive income or loss represents net income plus the results of certain stockholders' equity changes not reflected in the unaudited condensed consolidated statements of operations. The components of comprehensive income or loss are as follows:

		<b>Three Months Ended</b>	
		<b>September 30,</b>	
		<b>2007</b>	<b>2006</b>
		<b>(in thousands)</b>	
Net loss		\$ (801)	\$ (1,480)
<b>Other comprehensive income:</b>			
Foreign currency translation adjustments		1,071	506
Comprehensive income (loss)		\$ 270	\$ (974)

**Note 5 Operations by Segments and Geographic Areas***Segment Information*

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", establishes standards for reporting information about operating segments in financial statements. Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company's operating segments are organized principally by the type of product or services offered and by geography. As of July 1, 2007, the Company revised the structure of its internal operating segments and changed the nature of the financial information that is provided to and used by the Company's chief operating decision makers. The change in segment structure as of July 1, 2007 resulted in the Company's accounts payable automation product offerings being included as a component of its Outsourced Solutions segment rather than its Payment and Transactional Documents segment. This change is reflected for all periods presented. In accordance with SFAS 131, the Company has aggregated similar operating segments into three reportable segments as follows:

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*Payments and Transactional Documents.* The Company's Payments and Transactional Documents segment is a supplier of software products that provide a range of financial business process management solutions including making and collecting payments, sending and receiving invoices, and generating and storing business documents. This segment also provides a range of standard professional services and equipment and supplies that complement and enhance the Company's core software products. Revenue associated with this segment is typically recorded upon delivery. This segment also incorporates the Company's check printing solutions in the U.K., revenue for which is typically recorded on a per transaction basis or ratably over the expected life of the customer relationship.

*Banking Solutions.* The Banking Solutions segment provides solutions that are specifically designed for banking and financial institution customers. These solutions typically involve longer implementation periods and a significant level of professional resources. Due to the tailored nature of these products, revenue is generally recognized on a percentage of completion basis.

*Outsourced Solutions.* The Outsourced Solutions segment provides customers with outsourced and hosted solution offerings that facilitate invoice receipt and presentment and spend management. This segment also incorporates the Company's accounts payable automation solutions. A component of the activity in this segment is associated with the

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Company's Legal eXchange solution, which provides customers the opportunity to create more efficient processes for managing invoices generated by outside law firms while offering access to important legal spend factors such as budgeting, expense monitoring and outside counsel performance. Revenue for this segment is generally recognized on a subscription or transaction basis or proportionately over the estimated life of the customer relationship.

Each operating segment has separate sales forces and, periodically, a sales person in one operating segment will sell products and services that are typically sold within a different operating segment. In such cases, the transaction is generally recorded by the operating segment to which the sales person is assigned. Accordingly, segment results can include the results of transactions that have been allocated to a specific segment based on the contributing sales resources, rather than the nature of the product or service. Conversely, a transaction can be recorded by the operating segment primarily responsible for delivery to the customer, even if the sales person is assigned to a different operating segment.

The Company's chief operating decision makers assess segment performance based on a variety of factors that can include segment revenue and a segment measure of profit or loss. Each segment's measure of profit or loss is on a pre-tax basis, and excludes stock compensation expense and acquisition-related expenses such as amortization of intangible assets and charges related to acquired in-process research and development. There are no inter-segment sales; accordingly the measure of segment revenue and profit or loss reflects only revenues from external customers. The costs of certain corporate level expenses, primarily general and administrative expenses, are allocated to the Company's operating segments at predetermined rates that approximate cost.

The Company does not track or assign its assets by operating segment.

The following represents a summary of the Company's reportable segments:

	Three Months Ended September 30,		2006	
	2007	As % of total	2006	As % of total
	(in thousands)	revenues	(in thousands)	revenues
<b>Revenues:</b>				
Payments and Transactional Documents	\$ 20,147	64.3	\$ 15,753	62.4
Banking Solutions	5,626	17.9	3,953	15.7
Outsourced Solutions	5,589	17.8	5,516	21.9
<b>Total revenues</b>	<b>\$ 31,362</b>	<b>100.0</b>	<b>\$ 25,222</b>	<b>100.0</b>
<b>Segment measure of profit</b>				
Payments and Transactional Documents	\$ 3,925		\$ 2,528	
Banking Solutions	568		(713)	
Outsourced Solutions	(1,922)		(966)	
<b>Total measure of segment profit</b>	<b>\$ 2,571</b>		<b>\$ 849</b>	

A reconciliation of the measure of segment profit to GAAP operating income before the provision for income taxes is as follows:

	Three Months Ended	
	September 30, 2007	September 30, 2006
	(in thousands)	
Segment measure of profit	\$ 2,571	\$ 849
Less:		
Amortization of intangible assets	(2,647)	(1,461)
Stock compensation expense	(1,927)	(1,836)

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Add:		
Other income, net	897	969
Loss before provision for income taxes	\$ (1,106)	\$ (1,479)

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The following depreciation expense amounts are included in the segment measure of profit:

	<b>Three Months Ended September 30, 2007      2006 (in thousands)</b>	
Depreciation expense:		
Payments and Transactional Documents	\$ 366	\$ 343
Banking Solutions	124	110
Outsourced Solutions	326	218
<b>Total depreciation expense</b>	<b>\$ 816</b>	<b>\$ 671</b>

*Geographic Information*

Revenues, which are based on the point of sale, not the location of the customer, by geographic area were as follows:

	<b>Three Months Ended September 30, 2007      2006 (in thousands)</b>	
Revenues from unaffiliated customers:		
United States	\$ 17,738	\$ 13,536
Europe	13,251	11,285
Australia	373	401
<b>Total revenues from unaffiliated customers</b>	<b>\$ 31,362</b>	<b>\$ 25,222</b>

Long-lived assets, which are based on geographical location, were as follows:

	<b>September 30, 2007</b>	<b>June 30, 2007</b>
	<b>(in thousands)</b>	
Long-lived assets, net		
United States	\$ 4,463	\$ 4,664
Europe	5,238	5,195
Australia	194	195
<b>Total long-lived assets, net</b>	<b>\$ 9,895</b>	<b>\$ 10,054</b>

**Note 6 Income Taxes**

The Company adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48), an interpretation of FASB Statement No. 109 (SFAS 109), on July 1, 2007. In accordance with the transition provisions of FIN 48, the cumulative effect of applying the pronouncement has been reported as an adjustment to the July 1, 2007 balance of accumulated deficit. As a result of the adoption of FIN 48, the Company recorded a decrease to its tax reserves and its accumulated deficit in the amount of \$94,000.

Upon adoption the Company had approximately \$293,000 of unrecognized tax benefits, of which \$22,000 represented accrued interest, all of which would affect the Company's effective tax rate if recognized. The Company has classified the entire portion of its unrecognized tax benefits

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as non-current liabilities, as it does not anticipate settling any of these tax positions with a cash payment within the next twelve months. There were no material changes to the amount of unrecognized tax benefits during the quarter ended September 30, 2007. The Company currently anticipates that its unrecognized tax benefits will decrease within the next twelve months by approximately \$233,000, as a result of the expiration of certain statutes of limitations associated with transactions subject to tax in multiple jurisdictions.

The Company continues to recognize interest related to uncertain tax positions as a component of income tax expense, but to date has not recorded any amounts related to potential penalties. To the extent that the accrued interest does not ultimately become payable, the amounts accrued will be derecognized and reflected as an income tax benefit in the period that such a determination is made. As of June 30, 2007 and September 30, 2007, the Company's accrued interest related to uncertain tax positions was not material.

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The Company files U.S. federal income tax returns in and returns in various state, local and foreign jurisdictions. Generally, the Company is no longer subject to U.S. federal, state and local, or foreign income tax examinations by tax authorities for years before 2001. Currently, the Company is under examination solely in one state jurisdiction for the tax years 2002 through 2004. The Company believes that the ultimate resolution of these open years will not have a material adverse impact on the Company's consolidated financial position or results of operations.

The Company recorded an income tax benefit of \$305,000 for the three months ended September 30, 2007 and income tax expense of \$1,000 for the three months ended September 30, 2006. The income tax benefit recorded for the quarter ended September 30, 2007 included a tax benefit of \$230,000 resulting from the enactment of legislation during the quarter that decreased the statutory tax rates in the U.K. and Germany. The benefit resulting from the tax rate change is not expected to re-occur in subsequent quarters. The Company's overall tax position also included a benefit associated with the Company's U.K. operations. These tax benefits were partially offset by income tax expense associated with the Company's Australian and German operations, and income tax expense in the U.S. The income tax expense in the U.S. is attributable to an increase in deferred tax liabilities associated with goodwill that is deductible for U.S. tax purposes, but not amortized for financial reporting purposes. The U.S. income tax expense also consisted of a small amount of state income tax expense which will be incurred irrespective of the Company's net operating loss carryforward. The provision for income taxes as of September 30, 2006 consisted of a small amount of U.S. state income tax expense, which will be incurred irrespective of the Company's net operating loss carryforward, an increase in deferred tax liabilities in the U.S. associated with goodwill that is deductible for U.S. tax purposes, but not amortized for financial reporting purposes, income tax expense associated with the Company's Australian operations, and an income tax benefit relating to the Company's U.K. operations.

**Note 7 Goodwill and Other Intangible Assets**

The following tables set forth the information for intangible assets subject to amortization and for intangible assets not subject to amortization:

	As of September 30, 2007		
	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Carrying Value
Amortized intangible assets:			
Core technology	\$ 25,203	\$ (19,571)	\$ 5,632
Customer related	37,186	(15,207)	21,979
Patent	953	(118)	835
Below market lease	95	(79)	16
Total	\$ 63,437	\$ (34,975)	28,462
Unamortized intangible assets:			
Goodwill			53,729
Total intangible assets, net			\$ 82,191

	As of June 30, 2007		
	Gross Carrying Amount	Accumulated Amortization (in thousands)	Net Carrying Value
Amortized intangible assets:			
Core technology	\$ 24,982	\$ (18,572)	\$ 6,410
Customer related	36,851	(13,330)	23,521
Patent	953	(100)	853
Below market lease	94	(67)	27
Total	\$ 62,880	\$ (32,069)	\$ 30,811
Unamortized intangible assets:			



Goodwill	53,485
Total intangible assets, net	\$ 84,296

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Estimated amortization expense for fiscal year 2008 and subsequent fiscal years is as follows:

	<b>In thousands</b>
2008	\$ 10,677
2009	8,902
2010	6,249
2011	3,807
2012	899
2013 and thereafter	575

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. The statements contained in this report that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Without limiting the foregoing, the words may, will, should, could, expects, plans, anticipates, believes, estimates, predicts, potential and similar expressions are intended to identify forward-looking statements. All forward-looking statements included in this Quarterly Report on Form 10-Q are based on information available to us up to, and including, the date of this report, and we assume no obligation to update any such forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth below under Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 1A. Risk Factors and elsewhere in this Form 10-Q. You should carefully review those factors and also carefully review the risks outlined in other documents that we file from time to time with the Securities and Exchange Commission.

**Overview**

We provide electronic payment and invoice solutions to corporations, financial institutions and banks around the world. Our solutions are used to streamline, automate and manage processes and transactions involving global payments, invoice receipt and approval, collections, cash management, risk mitigation, reporting and document archive. We offer software designed to run on-site at the customer's location as well as hosted solutions. Historically, our software has been sold predominantly on a perpetual license basis. Today, however, our newer offerings are generally sold on a subscription and transaction basis.

Our offerings include software solutions that banks use to provide web-based payment and reporting capability to their corporate customers. We also provide a hosted solution, Legal eXchange, that receives, manages and controls legal invoices and the related spend management for insurance companies and other large consumers of outside legal services. Our corporate customers rely on our solutions to automate their payment and accounts payable processes and to streamline and manage the production and retention of electronic documents.

Our solutions complement and leverage our customers' existing information systems, accounting applications and banking relationships. As a result, our solutions can be deployed quickly and efficiently. To help our customers receive the maximum value from our products and meet their own particular needs, we also provide professional services for installation, training, consulting and product enhancement. Additionally, we offer our customers a broad range of equipment and supplies that complement our software products.

For the first quarter of fiscal year 2008, our revenue increased to \$31.4 million from \$25.2 million in the same quarter of last fiscal year. This revenue increase was primarily attributable to the revenue contribution from Formscope, which we acquired in October 2006, increased revenues within our banking solutions segment as a result of increased demand for those products and an increase in foreign exchange rates associated primarily with the British Pound Sterling which has appreciated against the U.S. Dollar over the past year. In the first quarter of fiscal 2008, we derived approximately 43% of our revenue through our international operations, the majority of which was attributable to the U.K. We expect future revenue growth to be driven by increased purchases of our products by new and existing bank and financial institution customers in both North America and international markets, the continued market adoption of our Legal eXchange product in the U.S., increased sales of our payments and transactional documents products, and the contribution of revenue from our newer subscription and transaction based products.

We had a net loss of \$801,000 in the three months ended September 30, 2007 compared to net loss of \$1.5 million in the three months ended September 30, 2006. The decrease in our net loss during the quarter ended September 30, 2007 as



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compared to the quarter ended September 30, 2006 was due to the revenue increases outlined above, offset in part by increases in our operating expense categories. The increase in intangible asset amortization reflects the expense impact of our Formscape acquisition. Increases in product development expense reflects our continued investment in our banking and accounts payable automation products, including our ongoing investments in our hosted infrastructure and customer delivery capabilities. Increases in other operating expense categories largely reflect our overall increased operating costs as a result of the Formscape acquisition and general business growth.

### **Critical Accounting Policies**

We believe that several accounting policies are important to understanding our historical and future performance. We refer to these policies as critical because these specific areas generally require us to make judgments and estimates about matters that are uncertain at the time we make the estimate, and different estimates which also would have been reasonable could have been used, which would have resulted in different financial results.

The critical accounting policies we identified in our most recent Annual Report on Form 10-K for the fiscal year ended June 30, 2007 related to stock-based compensation, revenue recognition, goodwill and intangible assets and the valuation of acquired intangible assets. It is important that the discussion of our operating results that follows be read in conjunction with the critical accounting policies disclosed in our Annual Report on Form 10-K, as filed with the SEC on September 12, 2007. There have been no changes to our critical accounting policies during the three months ended September 30, 2007.

### **Recent Accounting Pronouncements**

In July 2006, the Financial Accounting Standards Board issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). FIN 48 creates a single accounting and disclosure model for uncertain tax positions, provides guidance on the minimum threshold that a tax uncertainty is required to meet before it can be recognized in the financial statements and applies to all tax positions taken by a company, both those deemed to be routine as well as those for which there may be a high degree of uncertainty.

FIN 48 establishes a two-step approach for evaluating tax positions. The first step, recognition, occurs when a company concludes (based solely on the technical aspects of the tax matter) that a tax position is more likely than not to be sustained on examination by a taxing authority. The second step, measurement, is only considered after step one has been satisfied and measures any tax benefit at the largest amount that is deemed more likely than not to be realized upon ultimate settlement of the uncertainty. Tax positions that fail to qualify for initial recognition are recognized in the first subsequent interim period that they meet the more likely than not standard, when they are resolved through negotiation or litigation with the taxing authority or upon the expiration of the statute of limitations. Derecognition of a tax position previously recognized would occur when a company subsequently concludes that a tax position no longer meets the more likely than not threshold of being sustained. FIN 48 also significantly expands the financial statement disclosure requirements relating to uncertain tax positions.

FIN 48 is effective for fiscal years beginning after December 15, 2006. Accordingly, we adopted the pronouncement effective July 1, 2007. As a result of our adoption of FIN 48, we recorded a \$94,000 decrease to our accumulated deficit and tax reserve liabilities, respectively.

**Table of Contents****Three Months Ended September 30, 2007 Compared to the Three Months Ended September 30, 2006****Revenues by segment**

As of July 1, 2007, we revised the structure of our internal operating segments and changed the nature of the financial information that is provided to and used by our chief operating decision makers. We have aggregated similar operating segments into three reportable segments: Payments and Transactional Documents, Banking Solutions and Outsourced Solutions. The change in segment structure as of July 1, 2007 resulted in the Company's accounts payable automation product offerings being included as a component of its Outsourced Solutions segment rather than its Payment and Transactional Documents segment. The change in segment composition is reflected for all financial periods presented. The following table represents our revenues by segment:

	Three Months Ended September 30,				Increase (Decrease)	
					Between Periods	
	2007		2006		2007 Compared to 2006	
	As % of total		As % of total			
	(in thousands)	Revenues	(in thousands)	Revenues	(in thousands)	%
Payments and Transactional Documents	\$ 20,147	64.3	\$ 15,753	62.4	\$ 4,394	27.9
Banking Solutions	5,626	17.9	3,953	15.7	1,673	42.3
Outsourced Solutions	5,589	17.8	5,516	21.9	73	1.3
	\$ 31,362	100.0	\$ 25,222	100.0	\$ 6,140	24.3

*Payments and Transactional Documents.* The revenue increase for the three months ended September 30, 2007 was primarily attributable to the revenue contribution from Formscape, which we acquired in October 2006, and an increase in foreign exchange rates. We expect revenue for the Payments and Transactional Documents segment to increase during the remainder of the fiscal year as a result of purchases of our licensed products by both new and existing customers.

*Banking Solutions.* The increase in revenue for the three months ended September 30, 2007 was as a result of the revenue contribution from several large banking projects. We expect revenues for the Banking Solutions segment to increase during the remainder of the fiscal year as a result of the contribution of revenue from ongoing projects as well as increased purchases by new and existing bank and financial institution customers in both North America and international markets.

*Outsourced Solutions.* The revenue increase for the three months ended September 30, 2007 was primarily a result of the revenue contribution from new Legal eXchange customers in the U.S. We expect revenue for the Outsourced Solutions segment to increase during the remainder of the fiscal year.

**Revenues by category**

	Three Months Ended September 30,				Increase (Decrease)	
					Between Periods	
	2007		2006		2007 Compared to 2006	
	As % of total		As % of total			
	(in thousands)	Revenues	(in thousands)	Revenues	(in thousands)	%
Revenues:						
Software licenses	\$ 3,365	10.7	\$ 1,851	7.3	\$ 1,514	81.8

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Subscriptions and transactions	6,842	21.8	6,484	25.7	358	5.5
Service and maintenance	17,685	56.4	13,507	53.6	4,178	30.9
Equipment and supplies	3,470	11.1	3,380	13.4	90	2.7
 Total revenues	 \$ 31,362	 100.0	 \$ 25,222	 100.0	 \$ 6,140	 24.3

*Software Licenses.* The increase in software license revenues was due principally to the revenue contribution from Formscape, which we acquired in October 2006, an increase in license revenues in our Banking Solutions segment as a result of the revenue contribution of a large project, and an increase in foreign exchange rates. We expect software license revenues to increase during the remainder of the fiscal year.

*Subscriptions and Transactions.* The increase in subscription and transaction revenues was due principally to the revenue contribution from new Legal eXchange customers, an increase in foreign exchange rates, and growth in our subscription and transactional based revenue streams. We expect subscription and transaction revenues to increase during the remainder of the fiscal year as a result of orders for our newer subscription and transaction based product offerings and as a result of the revenue contribution from new Legal eXchange customers.

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*Service and Maintenance.* The increase in service and maintenance revenues occurred as a result of the revenue contribution from Formscape, an increase in professional services revenues associated with several large banking projects and an increase in foreign exchange rates. We expect that service and maintenance revenues will increase during the remainder of the fiscal year as a result of the revenue contribution from both existing and new projects in our Banking Solutions segment.

*Equipment and Supplies.* Equipment and supplies revenue remained relatively consistent in the three months ended September 30, 2007 as compared to the three months ended September 30, 2006. We expect that equipment and supplies revenues will remain relatively constant during the remainder of the fiscal year, but expect that this revenue stream will continue to decrease as a percentage of our total revenues.

**Cost of revenues by category**

	Three Months Ended September 30,				Increase (Decrease)	
	2007		2006		Between Periods	
	(in thousands)	As % of total Revenues	(in thousands)	As % of total Revenues	(in thousands)	%
Cost of revenues:						
Software licenses	\$ 188	0.6	\$ 197	0.8	\$ (9)	(4.6)
Subscriptions and transactions	3,971	12.7	2,606	10.3	1,365	52.4
Service and maintenance	7,599	24.2	6,244	24.8	1,355	21.7
Stock compensation expense	232	0.7	118	0.5	114	96.6
Equipment and supplies	2,524	8.0	2,526	10.0	(2)	(0.1)
<b>Total cost of revenues</b>	<b>\$ 14,514</b>	<b>46.3</b>	<b>\$ 11,691</b>	<b>46.4</b>	<b>\$ 2,823</b>	<b>24.1</b>
Gross profit	\$ 16,848	53.7	\$ 13,531	53.6	\$ 3,317	24.5

*Software Licenses.* Software license costs consist of expenses incurred by us to manufacture, package and distribute our software products and related documentation and costs of licensing third party software that is incorporated into or sold with certain of our products. Software license costs decreased to 6% of software license revenues in the three months ended September 30, 2007 from 11% in the three months ended September 30, 2006. The decrease in software license cost of revenues was primarily due to the contribution of Formscape software revenue, which carries a slightly higher gross margin than certain of our traditional software products, and due to a lower mix of revenue from software licenses that require royalties to third parties. We expect that software license costs will remain relatively constant, as a percentage of software license revenues, during the remainder of the fiscal year.

*Subscriptions and Transactions.* Subscriptions and transaction costs include salaries and other related costs for our professional services teams as well as costs related to our hosting infrastructure such as depreciation and facilities related expenses. Subscriptions and transactions costs increased to 58% of subscription and transaction revenues in the three months ended September 30, 2007 from 40% in the three months ended September 30, 2006. The increase in subscription and transaction costs was due principally to our continued investment in our accounts payable automation solutions, particularly our hosted infrastructure and our customer delivery capabilities. We expect that subscription and transactions costs will remain relatively constant as a percentage of subscription and transaction revenue over the remainder of the fiscal year.

*Service and Maintenance.* Service and maintenance costs include salaries and other related costs for our customer service, maintenance and help desk support staffs, as well as third party contractor expenses used to complement our professional services team. Service and maintenance costs decreased slightly as a percentage of service and maintenance revenues to 43% in the three months ended September 30, 2007 as compared to 46% in the three months ended September 30, 2006. The decrease in service and maintenance costs as a percentage of service and maintenance revenues was due to the contribution of software maintenance revenue from Formscape, which we acquired in October 2006. We expect that service and maintenance costs will remain relatively constant, as a percentage of service and maintenance revenues, during the remainder of the fiscal year.

*Equipment and Supplies.* Equipment and supplies costs include the costs associated with equipment and supplies that we resell, as well as freight, shipping and postage costs associated with the delivery of our products. Equipment and supplies costs decreased to 73% of equipment and supplies revenues in the three months ended September 30, 2007 compared to 75%





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of equipment and supplies revenues in the three months ended September 30, 2006. The decrease in equipment and supplies costs as a percentage of equipment and supplies revenues was due to our continued de-emphasis of lower margin equipment and supplies transactions. We expect that equipment and supplies costs will remain relatively constant as a percentage of equipment and supplies revenues for the remainder of the fiscal year.

**Operating Expenses**

	Three Months Ended September 30,				Increase (Decrease)	
					Between Periods 2007	
	2007 As % of total		2006 As % of total		Compared to 2006	
	(in thousands)	revenues	(in thousands)	revenues	(in thousands)	%
Operating expenses:						
Sales and marketing	\$ 6,907	22.0	\$ 5,896	23.4	\$ 1,011	17.1
Stock compensation expense	612	2.0	695	2.8	(83)	(11.9)
Product development and engineering	4,043	12.9	3,510	13.9	533	15.2
Stock compensation expense	183	0.6	198	0.8	(15)	(7.6)
General and administrative	3,559	11.3	3,394	13.5	165	4.9
Stock compensation expense	900	2.9	825	3.3	75	9.1
Amortization of intangible assets	2,647	8.4	1,461	5.8	1,186	81.2
Total operating expenses	\$ 18,851	60.1	\$ 15,979	63.4	\$ 2,872	18.0

*Sales and Marketing.* Sales and marketing expenses consist primarily of salaries and other related costs for sales and marketing personnel, sales commissions, travel, public relations and marketing materials and trade show participation. Sales and marketing expenses increased in the three months ended September 30, 2007 as compared to the three months ended September 30, 2006. The increase was attributable to higher operating costs, largely as a result of headcount related costs from the Formscape acquisition and an increase in foreign exchange rates. Costs related to product advertising initiatives also increased as we promoted our newer product offerings. We expect that sales and marketing expenses will increase over the remainder of the fiscal year, as we continue to add sales resources and increase our marketing initiatives to support our new products.

*Product Development and Engineering.* Product development and engineering expenses consist primarily of personnel costs to support product development, which at present is heavily focused on our newer accounts payable automation products and, to a lesser extent, on enhancements and revisions to our other products based on customer feedback and general marketplace demands. The increase in product development and engineering expenses was primarily attributable to expenses associated with our continued investment in our accounts payable automation products, expenses associated with the activities of Formscape and an increase in foreign exchange rates. We expect that product development and engineering expenses will remain relatively consistent during the remainder of the fiscal year.

*General and Administrative.* General and administrative expenses consist primarily of salaries and other related costs for operations and finance employees and legal and accounting services. The slight increase in general and administrative expenses was attributable to expenses associated with the activities of Formscape and an increase in foreign currency exchange rates. We expect that general and administrative expenses will decrease slightly during the remainder of the fiscal year.

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*Stock Compensation Expense.* During the three months ended September 30, 2007, stock compensation expense increased slightly to \$1.9 million as compared to stock compensation expense of \$1.8 million for the three months ended September 30, 2006. The expense associated with share based payments is recorded as expense within the same functional expense category in which cash compensation for the applicable employee is recorded. For the three months ended September 30, 2007 and 2006, stock compensation expense was allocated as follows:

	<b>Three Months Ended September 30, 2007      2006</b>	
	<b>(in thousands)</b>	
Cost of revenues, service and maintenance	\$ 232	\$ 118
Sales and marketing	612	695
Product development and engineering	183	198
General and administrative	900	825
	<b>\$ 1,927</b>	<b>\$ 1,836</b>

For the remainder of fiscal 2008, we expect to incur quarterly expenses that are relatively consistent with the level of expense recorded in our first quarter.

*Amortization of Intangible Assets.* Amortization expense increased as a result of the amortization of intangible assets arising from our acquisition of Formscope. We expect that total amortization expense for fiscal 2008 will approximate \$10.7 million.

*Provision for Income Taxes.* We recorded an income tax benefit of \$305,000 for the three months ended September 30, 2007 and income tax expense of \$1,000 for the three months ended September 30, 2006. The income tax benefit recorded for the quarter ended September 30, 2007 included a tax benefit of \$230,000 resulting from the enactment of legislation during the quarter that decreased the statutory tax rates in the United Kingdom and Germany. The benefit resulting from the tax rate change is not expected to re-occur in subsequent quarters. Our overall tax position also included a benefit associated with our United Kingdom operations. These tax benefits were partially offset by income tax expense associated with our Australian and German operations, and income tax expense in the U.S. The income tax expense in the U.S. is occurring as a result of an increase in deferred tax liabilities associated with goodwill that is deductible for U.S. tax purposes, but not amortized for financial reporting purposes. The U.S. income tax expense also consisted of a small amount of state income tax expense which will be incurred irrespective of our net operating loss carryforward. The provision for income taxes as of September 30, 2006 consisted of a small amount of U.S. state income tax expense, which will be incurred irrespective of the our net operating loss carryforward, an increase in deferred tax liabilities in the U.S. associated with goodwill that is deductible for U.S. tax purposes, but not amortized for financial reporting purposes, income tax expense associated with our Australian operations, and an income tax benefit relating to our U.K. operations.

**Liquidity and Capital Resources**

One of our goals is to maintain and improve our capital structure. The key metrics we focus on in assessing the strength of our liquidity are summarized in the table below:

	<b>Three Months Ended September 30, 2007      2006</b>	
	<b>(in thousands)</b>	
Cash provided by operating activities	\$ 1,002	\$ 2,647
	<b>At September 30, 2007      2006</b>	
	<b>(in thousands)</b>	
Cash, cash equivalents and marketable securities	\$ 64,942	\$ 65,873
Working capital	57,339	55,321

We have financed our operations primarily from cash provided by operating activities and the sale of our common stock. We have generated positive operating cash flows in the current fiscal quarter and in each of our last six completed fiscal years. We believe that the cash generated

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from our operations and the cash, cash equivalents and marketable securities on hand will be sufficient to meet our working capital and capital expenditure requirements for the foreseeable future. We also may receive additional investments from, and make investments in, customers or other companies. However, any such transactions would require the approval of our board of directors, and in some cases, stockholders and potentially bank or regulatory approval. We also may undertake additional business or asset acquisitions or divestitures.

**Table of Contents***Operating Activities*

	<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2007</b>	<b>2006</b>
	<b>(in thousands)</b>	
Net loss	\$ (801)	\$ (1,480)
Non-cash adjustments	4,904	3,885
Changes in working capital	(3,101)	242
Net cash provided by operating activities	\$ 1,002	\$ 2,647

Net cash provided by operating activities for the three months ended September 30, 2007 was due to our net loss, affected by favorable non-cash adjustments, offset in part by decreases in accrued expenses, deferred revenue and an increase in accounts receivable. Net cash provided by operating activities for the three months ended September 30, 2006 was due to our net loss, affected by favorable non-cash adjustments and collections on accounts receivable, offset in part by decreases in accrued expenses and deferred revenue. Non-cash adjustments are transactions that result in the recognition of financial statement expense but not a corresponding cash receipt or disbursement, such as stock compensation expense, amortization of intangible assets, depreciation and amortization of property and equipment and provision for allowances of accounts receivable.

*Investing Activities*

	<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2007</b>	<b>2006</b>
	<b>(in thousands)</b>	
Purchases of available-for-sale securities	\$ (225)	\$ (9,050)
Proceeds from sale of available-for-sale securities	7,400	12,450
Purchases of held-to-maturity securities	(51)	
Proceeds from sales of held-to-maturity securities	51	
Purchases of property and equipment	(636)	(645)
Net cash provided by investing activities	\$ 6,539	\$ 2,755

In the three months ended September 30, 2007, cash was primarily provided through the sale of marketable securities and, to a lesser extent, was used to acquire property and equipment. For the three months ended September 30, 2006, cash was primarily provided through the sale of marketable securities and was used to purchase marketable securities and, to a lesser extent, to acquire property and equipment. We expect to incur quarterly capital expenditures, that on average during the remainder of fiscal 2008, will be moderately higher than the level of capital expenditures incurred in our first fiscal quarter.

*Financing Activities*

	<b>Three Months Ended</b>	
	<b>September 30,</b>	<b>September 30,</b>
	<b>2007</b>	<b>2006</b>
	<b>(in thousands)</b>	
Repurchase of common stock	\$ (3,690)	\$ (1,636)

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Proceeds from employee stock purchase plan and exercise of stock options proceeds	1,970	872
Excess tax benefits associated with stock compensation	59	
Capital lease payments	(8)	
<b>Net cash used in financing activities</b>	<b>\$ (1,669)</b>	<b>\$ (764)</b>

Net cash used in financing activities for the three months ended September 30, 2007 and September 30, 2006 was primarily the result of the repurchase of our common stock, offset by proceeds received from the exercise of stock options and contributions to our employee stock purchase plan.

**Table of Contents****Off-Balance Sheet Arrangements**

During the three months ended September 30, 2007, we did not engage in material off-balance sheet activities, including the use of structured finance, special purpose or variable interest entities, material trading activities in non-exchange traded commodity contracts or transactions with persons or entities that benefit from their non-independent relationship with us.

**Contractual Obligations**

Following is a summary of future payments that we are required to make under existing contractual obligations as of September 30, 2007:

	Total	Payments Due by Period *			More Than 5 Years
		Less Than 1 Year	1-3 Years (in thousands)	4-5 Years	
Operating lease obligations	\$ 9,728	\$ 2,201	\$ 6,231	\$ 1,276	\$ 20
Capital lease obligations	67	27	40		
<b>Total</b>	<b>\$ 9,795</b>	<b>\$ 2,228</b>	<b>\$ 6,271</b>	<b>\$ 1,276</b>	<b>\$ 20</b>

\* Payment due dates are calculated from our most recent fiscal year end of June 30, 2007

Purchase orders are not included in the table above. Our purchase orders represent authorizations to purchase rather than binding agreements. The contractual obligation amounts in the table above are associated with agreements that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum services to be used; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Obligations under contract that we can cancel without a significant penalty are not included in the table above. Also excluded from the table is the Company's estimate of unrecognized tax benefits as of September 30, 2007 in the amount of \$310,000. These amounts have been excluded because as of September 30, 2007 the Company is unable to estimate the timing of future cash outflows, if any, associated with these liabilities as it does not currently anticipate settling any of these tax positions with cash payment in the foreseeable future.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We are exposed to a variety of risks, including foreign currency exchange rate fluctuations and changes in the market value of our investments in marketable securities primarily due to changes in the interest rates. We have not entered into any foreign currency hedging transactions or other instruments to minimize our exposure to foreign currency exchange rate fluctuations nor do we presently plan to in the future. Also, we have not entered into any interest rate swap agreements, or other instruments to minimize our exposure to interest rate fluctuations. There has been no material change to our exposure to market risk from that which was disclosed in our Annual Report on Form 10-K as filed with the SEC on September 12, 2007.

**Item 4. Controls and Procedures**

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2007. The term disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2007, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and

procedures were effective at the reasonable assurance level.

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No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the fiscal quarter ended September 30, 2007 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1A. Risk Factors**

*Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below before making an investment decision involving our common stock. The risks and uncertainties described below are not the only ones facing our company. Additional risks and uncertainties may also impair our business operations.*

*If any of the following risks actually occur, our business, financial condition or results of operations would likely suffer. In that case, the trading price of our common stock could fall, and you may lose all or part of the money you paid to buy our common stock.*

*The following risk factors do not reflect any material changes from those included in our Annual Report on Form 10-K for the fiscal year June 30, 2007.*

**Our common stock has experienced and may continue to undergo extreme market price and volume fluctuations**

Stock markets in general, and The NASDAQ Global Market in particular, have experienced extreme price and volume fluctuations, particularly in recent years. Broad market fluctuations of this type may adversely affect the market price of our common stock. The stock prices for many companies in the technology sector have experienced wide fluctuations that often have been unrelated to their operating performance. The market price of our common stock has experienced and may continue to undergo extreme fluctuations due to a variety of factors, including:

changes in or our failure to meet analysts' or investors' estimates or expectations;

general and industry-specific business, economic and market conditions;

actual or anticipated fluctuations in operating results, including those arising as a result of any impairment of goodwill or other intangible assets related to past or future acquisitions;

public announcements concerning us, including announcements of litigation, our competitors or our industry;

introductions of new products or services or announcements of significant contracts by us or our competitors;

acquisitions, divestitures, strategic partnerships, joint ventures, or capital commitments by us or our competitors;

adverse developments in patent or other proprietary rights; and

announcements of technological innovations by our competitors.

**A growing number of our customer arrangements involve selling our products and services on a hosted basis, which may have the effect of delaying revenue recognition and increasing development or start-up expenses**



An increasing number of our customer arrangements involve offering certain of our products and services on a hosted basis. These arrangements typically include a contractually defined service period as well as performance criteria that our products or services are required to meet over the duration of the service period. Arrangements entered into on a hosted basis generally delay the timing of revenue recognition and often require the incurrence of up-front costs, which can be significant. We are currently making significant investments in certain of our hosted offerings, such as our accounts payable automation products, and there can be no assurance that these products will ultimately gain broad market acceptance. Additionally, there is a risk that we might be unable to consistently maintain the performance requirements, or service levels, called for under any such hosted arrangements. Such events, to the extent occurring, could have a material and adverse effect on our operating results.

**Our future financial results will be impacted by our success in selling new products in a subscription and transaction based revenue model**

A substantial portion of our revenues and profitability were historically generated from software license revenues. We are currently offering certain of our newer product sets under a subscription and transaction based revenue model, which we believe has certain advantages over a perpetual license model, including better predictability of revenue.

A subscription and transaction based revenue model typically results in no up-front revenue. Additionally, there can be no assurance that our customers, or the markets in which we compete, will respond favorably to the approach we have taken with our newer offerings. To the extent that our new subscription and transaction based offerings do not receive general marketplace acceptance, our financial results could be materially and adversely affected.

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### **We make significant investments in existing products and new product offerings that can adversely affect our operating results and may not be successful**

We operate in a highly competitive and rapidly evolving technology environment and believe that it is important to enhance existing product offerings and develop new product offerings to meet strategic opportunities as they evolve. Investments in existing product enhancements and new product offerings can have a negative impact on our operating results, and any existing product enhancements or new product offerings may not be accepted in the marketplace or generate material revenues. For example our operating results have recently been affected by a significant increase in product development expenses as we continue to make investments in our banking and accounts payable automation products.

### **Integration of acquisitions could interrupt our business and our financial condition could be harmed**

We have made several recent business acquisitions, including Formscape in October 2006. We may in the future continue to acquire, or make investments in, other businesses, products or technologies. Any acquisition or strategic investment we have made in the past or may make in the future may entail numerous risks, including the following:

difficulties integrating acquired operations, personnel, technologies or products;

inadequacy of existing operating, financial and management information systems to support the combined organization or new operations;

write-offs related to impairment of goodwill and other intangible assets;

entrance into markets in which we have no or limited prior experience or knowledge;

diversion of management's focus from our core business concerns;

dilution to existing stockholders and earnings per share;

incurrence of substantial debt; and

exposure to litigation from third parties, including claims related to intellectual property or other assets acquired or liabilities assumed.

Any such difficulties encountered as a result of any merger, acquisition or strategic investment could have a material adverse effect on our business, operating results and financial condition.

### **As a result of our acquisitions, we could be subject to significant future write-offs with respect to intangible assets, which may adversely affect our future operating results**

We review our intangible assets, including goodwill, periodically for impairment. At September 30, 2007, the carrying value of our goodwill and our other intangible assets was approximately \$54 million and \$28 million, respectively. While we reviewed our goodwill and intangible assets during the fourth quarter of fiscal year 2007 and concluded that there was no impairment, we could be subject to future impairment charges with respect to these intangible assets, or intangible assets arising as a result of acquisitions in future periods. Such charges, to the extent occurring, would likely have a material adverse effect on our operating results.

**Our fixed costs may lead to operating results below analyst or investor expectations if our revenues are below anticipated levels, which could adversely affect the market price of our common stock**

A significant percentage of our expenses, particularly personnel and facilities costs, are relatively fixed and based in part on anticipated revenue levels. In recent years, we have experienced slowing growth rates with certain of our licensed software products. A decline in revenues without a corresponding and timely slowdown in expense growth could negatively affect our business. Significant revenue shortfalls in any quarter may cause significant declines in operating results since we may be unable to reduce spending in a timely manner.

Quarterly or annual operating results that are below the expectations of public market analysts could adversely affect the market price of our common stock. Factors that could cause fluctuations in our operating results include the following:

economic conditions, which may affect our customers and potential customers budgets for information technology expenditures;

the timing of orders and longer sales cycles;

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the timing of product implementations, which are highly dependent on customers' resources and discretion;

the incurrence of costs relating to the integration of software products and operations in connection with acquisitions of technologies or businesses; and

the timing and market acceptance of new products or product enhancements by either us or our competitors.

Because of these factors, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful.

**Our mix of products and services could have a significant effect on our financial condition, results of operations and the market price of our common stock**

The gross margins for our products and services vary considerably. Our software revenues generally yield significantly higher gross margins than do our subscription and transaction, service and maintenance and equipment and supplies revenue streams. In recent fiscal years, we experienced a decrease in our software license fees. If software license fees were to again decline, or if the mix of our products and services in any given period does not match our expectations, our results of operations and the market price of our common stock could be significantly adversely affected.

**We face risks associated with our international operations that could harm our financial condition and results of operations**

A significant percentage of our revenues have been generated by our international operations, and our future growth rates and success are in part dependent on our continued growth and success in international markets. We have operations in the U.S., U.K., Australia, France and Germany. As is the case with most international operations, the success and profitability of these operations are subject to numerous risks and uncertainties that include, in addition to the risks our business as a whole faces, the following:

difficulties and costs of staffing and managing foreign operations;

currency exchange rate fluctuations;

differing regulatory and industry standards and certification requirements;

the complexities of foreign tax jurisdictions;

reduced protection for intellectual property rights in some countries; and

import or export licensing requirements.

**A significant percentage of our revenues to date have come from our payment management offerings and our future performance will depend on continued market acceptance of these solutions**

A significant percentage of our revenues to date have come from the license and maintenance of our payment management offerings and sales of associated products and services. Any significant reduction in demand for our payment management offerings could have a material adverse effect on our business, operating results and financial condition. Our future performance could depend on the following factors:

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continued market acceptance of our payment management offerings including our overall accounts payable automation solution;

prospective customers' dependence upon enterprises seeking to enhance their payment functions to integrate electronic payment capabilities;

our ability to introduce enhancements to meet the market's evolving needs for secure payments and cash management solutions; and

acceptance of software solutions offered on a hosted basis.

### **Our future financial results will depend on our ability to manage growth effectively**

In the past, rapid growth has strained our managerial and other resources. If rapid growth resumes, our ability to manage that growth will depend in part on our ability to continue to enhance our operating, financial and management information systems. We cannot assure you that our personnel, systems and controls will be adequate to support future growth. If we are unable to manage growth effectively, the quality of our services, our ability to retain key personnel and our business, operating results and financial condition could be materially adversely affected.

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**We face significant competition in our targeted markets, including competition from companies with significantly greater resources**

In recent years, we have encountered increasing competition in our targeted markets. We compete with a wide range of companies, ranging from small start-up enterprises with limited resources, which compete principally on the basis of technology features or specific customer relationships, to large companies, which can leverage significant customer bases and financial resources. Given the size and nature of the markets we target, the implementation of our growth strategy and our success in competing for market share is dependent on our ability to grow our sales and marketing capabilities and maintain an appropriate level of financial resources.

**An increasing number of large and more complex customer contracts, or contracts that involve the delivery of services over contractually committed periods, generally delay the timing of our revenue recognition and in the short-term may adversely affect our operating results, financial condition and the market price of our stock**

Due to an increasing number of large and more complex customer contracts, we have experienced, and will likely continue to experience, delays in the timing of our revenue recognition. These large and complex customer contracts generally require significant implementation work, product customization and modification, resulting in the recognition of revenue over the period of project completion, which normally spans several quarters. Delays in revenue recognition on these contracts, including delays that result from customer decisions to halt or otherwise slow down a long-term project due to their own staffing challenges, could affect our operating results, financial condition and the market price of our common stock.

**We depend on key employees who are skilled in e-commerce, payment, cash and document management and invoice presentment methodology and Internet and other technologies**

Our success depends upon the efforts and abilities of our executive officers and key technical employees who are skilled in e-commerce, payment methodology and regulation, and Internet, database and network technologies. The loss of one or more of these individuals could have a material adverse effect on our business. We currently do not maintain key man life insurance policies on any of our employees. While some of our executive officers have employment or retention agreements with us, the loss of the services of any of our executive officers or other key employees could have a material adverse effect on our business, operating results and financial condition.

**We must attract and retain highly skilled personnel with knowledge in e-commerce, payment, cash and document management and invoice presentment methodology and Internet and other technologies**

We believe that our success is in part dependent upon our ability to attract, hire, train and retain highly skilled technical, sales and marketing, and support personnel, particularly with expertise in e-commerce, payment, cash management and invoice methodology and Internet and other technologies. Competition for qualified personnel is intense. As a result, we may experience increased compensation costs that may not be offset through either improved productivity or higher sales prices. There can be no assurance that we will be successful in attracting, recruiting or retaining existing personnel. Based on our experience, it takes an average of nine months for a salesperson to become fully productive. We cannot assure you that we will be successful in increasing the productivity of our sales personnel, and the failure to do so could have a material adverse effect on our business, operating results and financial condition.

**Increased competition may result in price reductions and decreased demand for our product solutions**

The markets in which we compete are intensely competitive and characterized by rapid technological change. Some competitors in our targeted markets have longer operating histories, significantly greater financial, technical, and marketing resources, greater brand recognition and a larger installed customer base than we do. We expect to face additional competition as other established and emerging companies enter the markets we address. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships to expand their product offerings and to offer more comprehensive solutions. This growing competition may result in price reductions of our products and services, reduced revenues and gross margins and loss of market share, any one of which could have a material adverse effect on our business, operating results and financial condition.

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### **Our success depends on our ability to develop new and enhanced products, services and strategic partner relationships**

The markets in which we compete are subject to rapid technological change and our success is dependent on our ability to develop new and enhanced products, services and strategic partner relationships that meet evolving market needs. Trends that could have a critical impact on us include:

evolving industry standards, mandates and laws, such as those mandated by the National Automated Clearing House Association and the Association for Payment Clearing Services;

rapidly changing technology, which could cause our software to become suddenly outdated or could require us to make our products compatible with new database or network systems;

developments and changes relating to the Internet that we must address as we maintain existing products and introduce any new products; and

the loss of any of our key strategic partners who serve as a valuable network from which we can leverage industry expertise and respond to changing marketplace demands.

There can be no assurance that technological advances will not cause our products to become obsolete or uneconomical. If we are unable to develop and introduce new products, or enhancements to existing products, in a timely and successful manner, our business, operating results and financial condition could be materially adversely affected. Similarly, if our new products did not receive general marketplace acceptance, or if the sales cycle of any of our new products significantly delayed the timing of revenue recognition, our results could be negatively affected.

### **Our products could be subject to future legal or regulatory actions, which could have a material adverse effect on our operating results**

Our software products and hosted services offerings facilitate the transmission of business documents and information including, in some cases, confidential financial data related to payments, invoices and cash management. Our web-based software products, and certain of our hosted services offerings, transmit this data electronically. While we believe that all of our product and service offerings comply with current regulatory and security requirements, there can be no assurance that future legal or regulatory actions will not impact our product and service offerings. To the extent that regulatory or legal developments mandate a change in any of our products or services, or alter the demand for or the competitive environment of our products and services, we might not be able to respond to such requirements in a timely or successful manner. If this were to occur, our business, operating results and financial condition could be materially adversely affected.

### **Any unanticipated performance problems or bugs in our product offerings could have a material adverse effect on our future financial results**

If the products that we offer and continue to introduce do not sustain marketplace acceptance, our future financial results will be adversely affected. Since many of our software solutions are still in early stages of adoption and since most of our software products are continually being enhanced or further developed in response to general marketplace demands, any unanticipated performance problems or bugs that we have not been able to detect could result in additional development costs, diversion of technical and other resources from our other development efforts, negative publicity regarding us and our products, harm to our customer relationships and exposure to potential liability claims. In addition, if our products do not enjoy wide commercial success, our long-term business strategy will be adversely affected, which could have a material adverse effect on our business, operating results and financial condition.

### **We could incur substantial costs resulting from warranty claims or product liability claims**

Our software license agreements typically contain provisions that afford customers a degree of warranty protection in the event that our software fails to conform to its written specifications. These agreements typically contain provisions intended to limit the nature and extent of our risk of warranty and product liability claims. There is a risk, however, that a court might interpret these terms in a limited way or could hold part or all of these terms to be unenforceable. Furthermore, some of our licenses with our customers are governed by non-U.S. law, and there is a risk that foreign law might provide us less or different protection. While we maintain general liability insurance, including coverage for errors and

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omissions, we cannot be sure that our existing coverage will continue to be available on reasonable terms or will be available in amounts sufficient to cover one or more large claims. Although we have not experienced any material warranty or product liability claims to date, a warranty or product liability claim, whether or not meritorious, could result in substantial costs and a diversion of management's attention and our resources, which could have an adverse effect on our business, operating results and financial condition.



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**We could be adversely affected if we are unable to protect our proprietary technology and could be subject to litigation regarding our intellectual property rights, causing serious harm to our business**

We rely upon a combination of patent, copyright and trademark laws and non-disclosure and other intellectual property contractual arrangements to protect our proprietary rights. However, we cannot assure you that our patents, pending applications for patents that may issue in the future, or other intellectual property will be of sufficient scope and strength to provide meaningful protection to our technology or any commercial advantage to us, or that the patents will not be challenged, invalidated or circumvented. We enter into agreements with our employees and customers that seek to limit and protect the distribution of proprietary information. Despite our efforts to safeguard and maintain our proprietary rights, there can be no assurance that such rights will remain protected or that we will be able to detect unauthorized use and take appropriate steps to enforce our intellectual property rights.

In recent years, there has been significant litigation in the United States involving patents and other intellectual property rights. We may be a party to litigation in the future to protect our intellectual property rights or as a result of an alleged infringement of the intellectual property rights of others. Any such claims, whether or not meritorious, could require us to spend significant sums in litigation, pay damages, delay product implementations, develop non-infringing intellectual property or acquire licenses to intellectual property that is the subject of the infringement claim. These claims could have a material adverse effect on our business, operating results and financial condition.

**We engage off-shore development resources which may not be successful and which may put our intellectual property at risk**

In order to optimize our research and development capabilities and to meet development timeframes, we contract with off-shore third party vendors in India and elsewhere for certain development activities. While our experience to date with these resources has been positive, there are a number of risks associated with off-shore development activities that include but are not limited to the following:

less efficient and less accurate communication and information flow as a consequence of time, distance and language barriers between our primary development organization and the off-shore resources, resulting in delays or deficiencies in development efforts;

disruption due to political or military conflicts around the world;

misappropriation of intellectual property from departing personnel, which we may not readily detect; and

currency exchange rate fluctuations that could adversely impact the cost advantages intended from these agreements.

To the extent that these or unforeseen risks occur, our operating results and financial condition could be adversely impacted.

**Some anti-takeover provisions contained in our charter and under Delaware law could hinder a takeover attempt**

We are subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware prohibiting, under some circumstances, publicly-held Delaware corporations from engaging in business combinations with some stockholders for a specified period of time without the approval of the holders of substantially all of our outstanding voting stock. Such provisions could delay or impede the removal of incumbent directors and could make more difficult a merger, tender offer or proxy contest involving us, even if such events could be beneficial, in the short-term, to the interests of the stockholders. In addition, such provisions could limit the price that some investors might be willing to pay in the future for shares of our common stock. Our certificate of incorporation and bylaws contain provisions relating to the limitations of liability and indemnification of our directors and officers, dividing our board of directors into three classes of directors serving three-year terms and providing that our stockholders can take action only at a duly called annual or special meeting of stockholders.

**We may incur significant costs from class action litigation as a result of expected volatility in our common stock**

In the past, companies that have experienced market price volatility of their stock have been the targets of securities class action litigation. In August 2001, we were named as a party in one of the so-called "laddering" securities class action suits relating to the underwriting of our initial public offering. We could incur substantial costs and experience a diversion of our management's attention and resources in connection with any

such litigation, which could have a material adverse effect on our business, financial condition and results of operations.

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The following table provides information about purchases by us of our common stock during the three months ended September 30, 2007:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Announced Plans or Programs	Approximate
				Dollar Value of Shares That May Yet be Purchased Under The Plans
July 1, 2007 July 31, 2007	59,048	\$ 13.05	59,048	\$ 8,096,806
August 1, 2007 August 31, 2007	111,766	13.10	111,766	6,632,443
September 1, 2007 September 30, 2007	110,000	13.22	110,000	5,177,791
Total	280,814	\$ 13.14	280,814	\$ 5,177,791

<sup>(1)</sup> In May 2007, our board of directors announced that it had authorized a repurchase program for the repurchase of up to \$10.0 million of our common stock.

**Item 6. Exhibits**

See the Exhibit Index on page 26 for a list of exhibits filed as part of this Quarterly Report on Form 10-Q, which Exhibit Index is incorporated herein by reference.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Bottomline Technologies (de), Inc.**

Date: November 8, 2007

By: **/s/ KEVIN M. DONOVAN**  
**Kevin M. Donovan**  
**Chief Financial Officer and Treasurer**  
**(Principal Financial and Accounting Officer)**

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**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
3.1	Amended and Restated By-Laws of the Registrant, as amended (incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the Fiscal Year ended June 30, 2007 (File No. 000-25259), filed on September 12, 2007)
10.1	Form of Executive Officer Bonus Plan for 2008 with respect to Robert A. Eberle and Peter S. Fortune (incorporated herein by reference to the Registrant's Annual Report on Form 10-K for the Fiscal Year ended June 30, 2007 (File No. 000-25259), filed on September 12, 2007)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer
32.1	Section 1350 Certification of Principal Executive Officer
32.2	Section 1350 Certification of Principal Financial Officer